FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPTION**



1754718

	OMB	APP	ROY	٧A
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OMB Number: 3235-0076

Expires: April 30, 2008 Estimated average burden

hours per response... 16

SEC Use (Only
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DATE RECE	EIVED
	Serial

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Name of Offering (check if this is an amendment and name has changed, an	d indicate change.)		
TIC Southfield Office Building, LP - \$8,850,000 Offering			a the
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Type of Filing: New Filing Amendment	⊠ Rule 506	Section 4(6)	ULOE
A. BASIC IDENTIFI	CATION DATA		
Enter the information requested about the issuer			Nis II
Name of Issuer (check if this is an amendment and name has changed, an TIC Southfield Office Building, LP	d indicate change.)		
Address of Executive Offices (Number of Street, City, State, Zip Coc 500 East North Street, Suite F, Greenville, South Carolina, 296		577-4842	area code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code (if different from Executive Offices)	e) Telepho	one number (including	area code)
Brief Description of Business Real estate investment in an office building located in Austin, T	`exas		
Type of Business Organization corporation business trust Corporation Corporation	⊠ other (please s		PROCESSED FEB 24 2006
Actual or Estimated Date of Incorporation or Organization: [1] [1] [0] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other	5 Actual abbreviation for State:	□ Estimated □ E	THOWSON FINANCIAL
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemp U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of sect exchange Commission (SEC) on the earlier of the date it is received by the SEC at it is due, on the date it was mailed by United States registered or certified mail to the Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Copies Required: Five (5) copies of this notice must be filed with the SEC, one of with photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amenthereto, the information requested in Part C, and any material changes from the information to be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exent and that have adopted this form. Issuers relying on ULOE must file a separate notic have been made. If a state requires the payment of a fee as a precondition to the cla This notice shall be filed in the appropriate states in accordance with state law. The completed.	urities in the offering. A the address given below of at address. Washington, D.C. 20549 which must be manually sometiments need only report formation previously supplements of the with the Securities Addition for the exemption, a feed appendix to the notice of	notice is deemed filed or, if received at that act of the name of the issuer lied in Parts A and B. of securities in those statice in the proper amount the proper amount to the proper amount	with the U.S. Securities and ddress after the date on which the manually signed must be and offering, any changes Part E and the Appendix need that the the that have adopted ULO be where sales are to be, or not shall accompany this form
ATTENTIO	N		

Failure to file notice in the appropriate state will not result in loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

upon the filing of a federal notice.

SEC 1972(2-97)

A. BASIC IDENTIFICATION DATA

2. Enter the information rec	quested for the follo-	wing:			
Each beneficial ow issuer;Each executive off	ner having the power	corporate issuers and of corpo	the past five years; t the vote or disposition of, 10 orate general and managing pa		, ,
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if TIC Properties, LLC	individual)				
Business or Residence Addres 500 East North Street,			29601		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if Boyd, John W.	individual)				
Business or Residence Addres 500 East North Street,			29601		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if Workman, Josh A.	individual)				
Business or Residence Addres 500 East North Street,			29601		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if Aiesi, Paul M.	individual)				
Business or Residence Addres 500 East North Street,	•		29601		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if Watson, Brandy D.	individual)				
Business or Residence Addres 500 East North Street,			29601		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if Gordon, Trevor	individual)				
Business or Residence Addres 500 East North Street,			29601		

A. BASIC IDENTIFICATION DATA

<u>-</u>	he issuer, if the issue	er has been organized within	the past five years; t the vote or disposition of, 10)% or more of a clas	ss of equity securities of the
	icer and director of chanaging partner of		orate general and managing pa	artners of partnersh	ip issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if Harrison, Carole J.	indívidual)				
Business or Residence Address 500 East North Street,			29601	.,,	
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if Bicknell, Jay	individual)				
Business or Residence Address 500 East North Street,	,		29601		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				······································
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			

,				B. IN	FORMA	TION A	BOUT OF	FERING				
	as the issuer sol			Answer a	also in Appe	ndix, Colur	nn 2, if filing	under ULOE	£.	. 254.00 <i>c</i>		
	hat is the minir The Compai									\$ 354,000 and to issu		al intere
	-	•		•			-	•			Yes 1	No
4. En solicitat registere broker o with the Full Nar	pes the offering of the the information of purchased with the SEC or dealer, you nesale of securities (Last name Daniel)	ation requeste ers in connect and/or with hay set forth t lies in this offer	d for each ion with sa a state or he informa ering.	person who hales of securit states, list the	as been or w ies in the off name of the	rill be paid Tering. If a broker or c	or given, direct person to be li lealer. If more	etly or indire isted is an as than five (5	ctly, any co sociated per 5) persons to	rson or agent to be listed are	similar remu of a broker of associated p	or dealer persons of s
	s or Residence Crow Canyo											
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	Which Person									******	A	Il States
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lame o	f Associated B t Capital Se	roker or Deal	er									. 4:4:
	n Which Persor Theck "All State										A	Il States
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	me (Last name	first, if indiv	idual)									
	s or Residence 2 th Street, O				tate, Zip Coo	de)						
	f Associated B el Fisher &			cial Service	es, Inc.		<u> </u>					
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. Has	the issuer sol	d, or does the	e issuer int	tend to sell, to Answer a			s in this offer					No ⊠
. Wha	t is the minin	num investm	ent that wi	ill be accepted						354,000		*Issuer
		ell fractional		of a single ur	.:+2							No
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B. INFORMATION ABOUT OFFERING

B. INFORMATION ABOUT OFFERING

1. Has	the issuer sol	d, or does the	e issuer inten			ed investors						No ⊠
	at is the minin									•		*Issuer
	the right to se s the offering			f a single un	it?							No □
solicitatio registered broker or Full Name Merritt	on of purchase with the SEC dealer, you me (Last name	ers in connect and/or with and set forth the first, if indivi	tion with sa a state or sta he informati dual)	les of secur ates, list the on for that b	ities in the on the on the oroker or dea	offering. If a broker or dea ler only.	person to	be listed is a	an associate	commission of a person or a person of the person of	gent of a b	roker or deal
	ast Long L				ate, Zip Coc	(6)						
	Associated Br											
	r Capital (·		<u></u>	- 10		
	Which Person eck "All State									*********	□ A	ll States
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	e (Last name	first, if indivi	dual)									
Business	or Residence					le)						
11990 F	Portland A	venue, Bu	ırnsville,	MN 5537								
Name of	Associated Br		er any, LLC									
Sammo	ns Securit	nes Comp										
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States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business	Which Person eck "All State [AK] [IN] XX [NE] [SC]	Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv	olicited or Inndividual St [AR] [KS] [NH] [TN] idual)	ates) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] XX [MI] [OH]	[GA] [MN] XX [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business 2 South Name of A	Which Person eck "All State [AK] [IN] XX [NE] [SC] e (Last name William or Residence	Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv Address (Nurafton, M	olicited or Inndividual St [AR] [KS] [NH] [TN] idual)	ates) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] XX [MI] [OH]	[GA] [MN] XX [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business 2 South Name of A Triad A	Which Person eck "All State [AK] [IN] XX [NE] [SC] e (Last name William or Residence in Street, G Associated Br Advisors, I Which Person	Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv Address (Nu rafton, M roker or Deal nc.	olicited or Inndividual Standard [AR] [KS] [NH] [TN] idual) mber and Standard Standa	ates) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] XX [MI] [OH] [WV]	[GA] [MN] XX [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business of States in V (Che	Which Person eck "All State [AK] [IN] XX [NE] [SC] e (Last name William or Residence a Street, G Associated Badvisors, I Which Person eck "All State	Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv Address (Nurafton, M) roker or Deal nc. Listed has Ses" or check i	olicited or Inndividual St [AR] [KS] [NH] [TN] idual) mber and St A 01519 er	itends to So	[CO] [LA] [NM] [UT] tate, Zip Coo	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] XX [MI] [OH] [WV]	[GA] [MN] XX [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business 2 South Name of A Triad A States in V (Che [AL]	Which Person eck "All State [AK] [IN] XX [NE] [SC] e (Last name William or Residence a Street, G Associated Br Advisors, I Which Person eck "All State [AK]	I Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv Address (Nu rafton, M roker or Deal nc. Listed has Ses" or check i [AZ]	olicited or Inndividual Standard IAR] [KS] [NH] [TN] idual) mber and Standard IAR O1519 er olicited or Inndividual Standard IAR]	ates) [CA] [KY] [NJ] [TX] reet, City, Sintends to Solutes)	[CO] [LA] [NM] [UT] tate, Zip Coo	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] XX [MI] [OH] [WV]	[GA] [MN] XX [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
States in V (Che [AL] [IL] [MT] [RI] Full Name Smith, Business of States in V (Che	Which Person eck "All State [AK] [IN] XX [NE] [SC] e (Last name William or Residence a Street, G Associated Badvisors, I Which Person eck "All State	Listed has Ses" or check i [AZ] XX [IA] [NV] [SD] XX first, if indiv Address (Nurafton, M) roker or Deal nc. Listed has Ses" or check i	olicited or Inndividual St [AR] [KS] [NH] [TN] idual) mber and St A 01519 er	itends to Soates)	[CO] [LA] [NM] [UT] tate, Zip Coo	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] XX [MI] [OH] [WV]	[GA] [MN] XX [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

INFORMATION ABOUT OFFERING

Teserves the right to self fractional units A Does the offering permit joint wowership of a single unit? 4 Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar rensolicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a bit protect or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated protect or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated protect or dealer, you may set forth the information for that broker or dealer only. Lynch, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 1756 Sunset a Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). Name of Associated Broker or Dealer Direct Capital Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All [AK] [AZ] [AR] [CA] [AX] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [MT] [MT] [MT] [MT] [MT] [MT] [VT] [VA] [WA] [WV] [WI] [WV] Duffield, Leo Chiffton Business or Residence Address (Number and Street, City, State, Zip Code) 7500 College Blvd., Suite 1215, Overland Park, KS 66210 Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed has Solicited or intends to Solicit Purchasers (Check "All States" or check individual States). All [AK] [AZ] [AR] [CA] [CO] XX [CT] [DE] [DC] [FL] [GA] [HI] [MT] [NT] [NT] [NT] [MT] [NT] [MT] [M	1. Has	the issuer so	d, or does the	issuer inter									No ⊠
solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated protect or dealer, you may set forth the information for that broker or dealer only. Lynch, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 1756 Sunset Avenue, Santa Monica, CA 90405 Name of Associated Broker or Dealer Direct Capital Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] XX [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [N]] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RII] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [VA] [VV] [VV] [VV] [Business or Residence Address (Number and Street, City, State, Zip Code) 7500 College Blvd., Suite 1215, Overland Park, KS 66210 Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers [AL] [AK] [AZ] [AZ] [AZ] [AZ] [AZ] [CO] [CO] XX [CT] [DE] [DC] [FL] [GA] [HI] [IL] [NN] [IA] [KS] [XX [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [XX [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RII] [SC] [SD] [TN] [TX] XX [UT] [VT] [VA] [WA] [WV] [WI] [WV] [MT] [NE] [NV] [XX [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [AL] [AK] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ	reserves	the right to s	ell fractional	units	be accepted	from any in	dividual?			\$ 3	354,000	Yes	*Issuer No □
Name of Associated Broker or Dealer Direct Capital Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All	solicitatio registered broker or Full Nam	on of purchas with the SEO dealer, you n e (Last name	ers in connec and/or with ay set forth the	tion with sa a state or st he informat	ales of secur ates, list the	rities in the o name of the	offering. If a broker or dea	a person to	be listed is	an associate	d person or	agent of a b	roker or deale
Direct Capital Securities, Inc.						-	e)						
All											180		
[IL]													Il States
IL	[AL]	[AK]	[AZ]	[AR]	[CA] XX	(CO)	[CT]	[DE]	(DC)	(FL)	[GA]	(HII)	[ID]
MT										-			[MO]
Full Name (Last name first, if individual) Duffield, Leo Cliffton Business or Residence Address (Number and Street, City, State, Zip Code) 7500 College Blvd., Suite 1215, Overland Park, KS 66210 Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[MT]		[NV]	[NH]	[[עא]	[NM]	[NY]	[NC]	[ND]	[OH]		[OR]	[PA]
Business or Residence Address (Number and Street, City, State, Zip Code) 7500 College Blvd., Suite 1215, Overland Park, KS 66210	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Business or Residence Address (Number and Street, City, State, Zip Code) 7500 College Blvd., Suite 1215, Overland Park, KS 66210 Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				dual)			-						
Name of Associated Broker or Dealer													
Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	7500 C	ollege Blv	d., Suite 12	215, Ovei	rland Par	k, KS 662	10						
(Check "All States" or check individual States)					ial Servic	es, Inc.							
[IL] [IN] [IA] [KS] XX [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] XX [NH] [NJ] [NM] [NY] [NC] XX [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] XX [UT] [VT] [VA] [WA] [WV] [WI] [WY] [WI] [WY] [VT] [VA] [WA] [WV] [WI] [WY] [WY] [WI] [WI] [WI] [WI] [WI] [WI] [WI] [WI													All States
[MT] [NE] [NV] XX [NH] [NJ] [NM] [NY] [NC] XX [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] XX [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Cannon, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 371 NE Gilman Blvd., Suite 310, Issaquah, WA 98027 Name of Associated Broker or Dealer Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO] XX	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[RI] [SC] [SD] [TN] [TX] XX [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Cannon, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 371 NE Gilman Blvd., Suite 310, Issaquah, WA 98027 Name of Associated Broker or Dealer Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).	[IL]	[IN]	[IA]	[KS] XX	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO] XX
Full Name (Last name first, if individual) Cannon, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 371 NE Gilman Blvd., Suite 310, Issaquah, WA 98027 Name of Associated Broker or Dealer Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).	[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC] XX	[ND]	[OH]	[OK]	[OR]	[PA]
Business or Residence Address (Number and Street, City, State, Zip Code) 371 NE Gilman Blvd., Suite 310, Issaquah, WA 98027 Name of Associated Broker or Dealer Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[RI]	[SC]	[SD]	[TN]	[TX] XX	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Name of Associated Broker or Dealer Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). □ All [AL] [AK] XX [AZ] XX [AR] [CA] XX [CO] XX [CT] [DE] [DC] [FL] XX [GA] [HI] [IL] XX [IN] [IA] [KS] [KY] [LA] [ME] XX [MD] [MA] [MI] XX [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] XX		`	first, if indivi	idual)	,								
Pacific West Securities, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)							le)						
(Check "All States" or check individual States). □ All [AL] [AK] XX [AZ] XX [AR] [CA] XX [CO] XX [CT] [DE] [DC] [FL] XX [GA] [HI] [IL] XX [IN] [IA] [KS] [KY] [LA] [ME] XX [MD] [MA] [MI] XX [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] XX						, <u></u> ,							
[AL] [AK] XX [AZ] XX [AR] [CA] XX [CO] XX [CT] [DE] [DC] [FL] XX [GA] [HI] [IL] XX [IN] [IA] [KS] [KY] [LA] [ME] XX [MD] [MA] [MI] XX [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] XX													All States
[IL] XX [IN] [IA] [KS] [KY] [LA] [ME] XX [MD] [MA] [MI] XX [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] XX													[ID] XX
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] XX										-			[MO]
	-						-		-		-		-
	[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]

INFORMATION ABOUT OFFERING

1. Has	the issuer se	old, or does the	e issuer in					ering?g under ULOE			Yes	No ⊠
reserves (the right to	imum investme sell fractional g permit joint	units	ill be accepted	from any in	dividual?			\$	354,000	Yes ⊠	*Issuer No
4. Ente solicitatio registered broker or Full Name	er the inform n of purcha with the SE dealer, you	nation requeste sers in connec EC and/or with may set forth t e first, if indivi	ed for each tion with a state or he inform	h person who sales of secur states, list the	has been or rities in the name of the	will be paid offering. If broker or de	or given, o	directly or ind o be listed is	irectly, any an associat	ed person or	or similar r	emuneration for broker or dealer persons of such
		e Address (Nur Blvd., Suite				ie)					4- 4	
Name of A	Associated I	Broker or Deale urities, Inc	ег									
		on Listed has S tes" or check i										All States
[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL] XX	[GA]	[HI]	[ID]
[IL] XX	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI] XX	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT] XX	[VT]	[VA]	[WA] XX	[WV]	[WI]	[WY]	[PR]
	e (Last nam	e first, if indivi	idual)							-		
		e Address (Nu Suite 302, S				de)						
	Associated Securities	Broker or Deal es, Inc.	ет									
		on Listed has S ites" or check i										All States
[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO]	[CT] XX	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY] XX	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ] XX	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	e (Last nam n, Ronal	e first, if indiv	idual)									
		e Address (Nu lvd., Suite				de)	-					
		Broker or Deal Corporation								-		
		on Listed has S ites" or check i								.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		All States
[AL]	[AK]	[AZ]	[AR]	[CA] XX		[CT]	[DE]	[DC]	[FL] XX	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

INFORMATION ABOUT OFFERING

1. Ha	s the issuer sol	d, or does t	he issuer int				rs in this offer nn 2, if filing				Yes	No ⊠
2. Wł	hat is the minir	num investi	ment that wi							54,000		*Issuer
reserves	the right to s	ell fraction	al units	•	·					,	Yes	No
3. Do	es the offering	permit joir	it ownership	of a single ur	11t7			• • • • • • • • • • • • • • • • • • • •			\boxtimes	
solicitati registere broker o Full Nan Burwi	ion of purchas d with the SEG r dealer, you ne (Last name ck, Michae	ers in conn c and/or with any set forth first, if indi	ection with th a state or the information vidual)	sales of secur states, list the ation for that l	rities in the name of th proker <u>or d</u>	e offering. I ne broker or c ealer only.	f a person to	be listed is	an associate	d person or	agent of a	remuneration for the broker or dealer the dealer of such
	s or Residence Orth Main S				tate, Zip C	ode)						
	Associated B											
Adviso	ory Group	Equity S	ervices L	td.								
	Which Persor heck "All State											All States
[AL]	[AK]	[AZ]	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL] XX	[GA] XX	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]XX	[MA] XX	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] XX	[NM]	[NY]	[NC] XX	[ND]	[OH] XX	[OK]	[OR]	[PA]
[RI]	[SC] XX	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]XX	[WA]	[WV]	[WI]	[WY]	[PR]
	s or Residence			Street, City, S	tate, Zip C	ode)						
Name of	f Associated B	roker or De	aler									
	Which Person heck "All State											All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nar	ne (Last name	first, if ind	ividual)									
Busines	s or Residence	Address (N	lumber and	Street, City, S	tate, Zip C	ode)						
Name of	f Associated B	roker or De	aler			<u></u>	·		·	<u> </u>	·	
	Which Persor										П	All States
(C	heck "All State	es" or check	c individual	States)								All States
(C [AL]	heck "All State [AK]	es" or check [AZ]	individual [AR]	States)	[CO]		[DE]	[DC]	[FL]	[GA]	[HI] [MS]	[ID]
	heck "All State	es" or check	c individual	States)		[CT]	[DE]			[GA]	[HI]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

	the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of exchanged.	f the s			r excha	
	Type of Security	Off	fering Price			Sold
	Debt	\$	0		\$	0
	Equity	\$	0		\$	0
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$	0		\$	0
	Partnership Interests	\$	0		\$	0
	Other (Tenant In Common Interests)	\$	8,850,00	0	\$ 7	,126,375
	Total	\$	8,850,00	0	\$ 7	,126,375
Answ	ver also in Appendix, Column 3, if filing under ULOE.					
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."	1	Number			ggregate ar Amount
		ln	ivestors		of P	Purchases
	Accredited Investors	\$	19		\$ 7	,126,375
	Non-accredited Investors	\$	0		\$	0
	Total (for filings under Rule 504 only)	\$	0		\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.					
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.					
	•		ype of		Doll	ar Amount
	Type of Offering	S	ecurity		•	Sold
	Rule 505				\$	
	Regulation A	_			\$	
	Rule 504	_			\$	
	Total	_			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities this offering. Exclude amounts relating solely to organization expenses of the issuer. The informatio given as subject to future contingencies. If the amount of an expenditures is not known, furnish an es and check the box to the left of the estimate.	n may				
	Transfer Agent's Fees				\$	
	Printing and Engraving Costs			\boxtimes	\$	5,000
	Legal Fees			\boxtimes	\$	40,000
	Accounting Fees			\boxtimes	\$	30,000
	Engineering Fees.				\$	
	Sales Commission (specify finders' fees separately)			\boxtimes	\$	619,500
	Other Expenses (due diligence fees, marketing expenses and miscellaneous offering expenses).				\$	190,500
	Total			\boxtimes	\$	885,000

C.	OFFERING PRICE,	NUMBER	OF INVESTOR	S, EXPENSES	, AND USE	OF PROCEEDS
----	-----------------	--------	-------------	-------------	-----------	-------------

	b. Enter the difference between the aggregate and total expenses furnished in response to gross proceeds to the issuer."		\$ 7,965,000					
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for an check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Parl	l of payments listed must equal the adjusted gross	r					
	processes to ano issue, our rotal at responde to run	C Question (i.e. accord.		D	ayments to Officers, Directors & Affiliates	•	ments To	
	Salaries and fees			\$	0	□ \$	0	
	Purchase of real estate			\$	0	⊠ \$:	5,950,000	
	Purchase, rental, or leasing and installation of ma	chinery and equipment		\$	0	□ \$	0	
	Construction or leasing of plant buildings and fac	ilities		\$	0	□ \$	0	
	Acquisition of other businesses (including the val offering that may be used in exchange for the ass							
	pursuant to a merger)			\$	0	□ \$	0	
	Repayment of indebtedness (refinance of interim	loans)		\$	0	□ \$	0	
	Working capital (reserves)			\$	0	⊠ \$	500,000	
	Other (specify): acquisition and transaction costs.	carrying and closing costs, and	\boxtimes	\$	661,413	፟ \$	853,588	
	capital improvements, profit on resale of tenant in	n common interests						
	Column Totals		\boxtimes	\$	661,413	⊠ \$	7,303,588	
	Total Payments Listed (column totals added)			▶ \$7,965,000				
		D. FEDERAL SIGNATURE						
con	sissuer has duly caused this notice to be signed by the stitutes an undertaking by the issuer to furnish to the issuer to any non-accredited investor pursuant to	the indersigned daily authorized person. If this notice V. S Securities and Exchange Commission, upon paragraph (b)(2) of Rule 502.	e is fi writte	iled en re	under Rule 505, equest of its staff	the following, the information	ng signature ation furnished	
TI	er (print or type) C Southfield Office Building, LP	Signature Date			2-12	4-06		
	ne of Signer (print or type) Title of Sinn W. Boyd	gner (print of type) Chief Executive Officer of TIC Properties Sole Member of TIC Southfield Office Bui General Partner of Issuer			P, LLC,			
		ATTENTION						
Int	entional misstatements or omissions of fact	constitute federal criminal violations. (See	18 L	J .S .	C. 1001.)			

	E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.252 presently subject to any of the disqualification Yes No provisions of such rule?									
	See Appendix, Column 5, for state response.									
2.	The undersigned issuer hereby undertakes to furnish to any state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	e issuer has read this information and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly norized persons.									
	cer (print or type) C Southfield Office Building, LP Date 2-14-04									
	ne of Signer (print or type) hn W. Boyd Chief Executive Officer of TIC Properties, LLC, Sole Member of TIC Southfield Office Building GP, LLC, General Partner of Issuer									

Instruction.

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	3 4						
	to non- investo	nd to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C- Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No	\$8,850,000 in Tenant in Common Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		x	Interests - \$8,850,000				:		x	
AK	_	X	Interests - \$8,850,000						х	
AZ		Х	Interests - \$8,850,000						Х	
AR		х	Interests - \$8,850,000						х	
CA		х	Interests - \$8,850,000	7	2,485,965				х	
со		Х	Interests - \$8,850,000						Х	
CT		Х	Interests - \$8,850,000						Х	
DE		X	Interests - \$8,850,000						Х	
DC		х	Interests - \$8,850,000						Х	
FL		Х	Interests - \$8,850,000						Х	
GA		Х	Interests - \$8,850,000						Х	
HI		Х	Interests - \$8,850,000						Х	
ID		Х	Interests - \$8,850,000						X	
IL		Х	Interests - \$8,850,000	"					Х	
IN		Х	Interests - \$8,850,000						Х	
IA		Х	Interests - \$8,850,000						X	
KS		Х	Interests - \$8,850,000	1	624,810				Х	
KY		х	Interests - \$8,850,000						х	
LA		х	Interests - \$8,850,000						х	
ME		х	Interests - \$8,850,000						х	
MD	-	х	Interests - \$8,850,000	2	702,690				х	
MA		Х	Interests - \$8,850,000		-				Х	
MI		х	Interests - \$8,850,000	2	601,800				x	
MN		х	Interests - \$8,850,000						х	
MS		х	Interests - \$8,850,000						х	
МО		х	Interests - \$8,850,000	<u>-</u>					х	

APPENDIX

1	2		3	Type of investor and amount purchased in State (Part C- Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
Intend to sell to non-accredited investors in State (Part B-Item 1)		accredited ors in State	Type of security and aggregate offering price offered in state (Part C-Item 1)							
State	Yes	No	\$8,850,000 in Tenant in Common Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT		x	Interests - \$8,850,000						х	
NE		х	Interests - \$8,850,000		,				х	
NV		х	Interests - \$8,850,000		1				х	
NH		х	Interests - \$8,850,000						X	
NJ		х	Interests - \$8,850,000		1				х	
NM		х	Interests - \$8,850,000	1	386,745				Х	
NY		-"								
NC		Х	Interests - \$8,850,000						Х	
ND		Х	Interests - \$8,850,000						Х	
ОН		х	Interests - \$8,850,000						х	
OK		Х	Interests - \$8,850,000		.,,,			-	Х	
OR		Х	Interests - \$8,850,000	-					х	
PA		х	Interests - \$8,850,000						Х	
RI		х	Interests - \$8,850,000						Х	
SC		х	Interests - \$8,850,000	2	1,229,620				Х	
SD		х	Interests - \$8,850,000						х	
TN		Х	Interests - \$8,850,000						Х	
TX		Х	Interests - \$8,850,000						х	
UT		Х	Interests - \$8,850,000		-				х	
VT		Х	Interests - \$8,850,000		-				х	
VA		Х	Interests - \$8,850,000	1	663,750				Х	
WA		Х	Interests - \$8,850,000	1	430,995				Х	
WV		Х	Interests - \$8,850,000					<u> </u>	Х	
WI		Х	Interests - \$8,850,000						X	
WY		Х	Interests - \$8,850,000					1	х	
PR										